

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11 Case No.

LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)

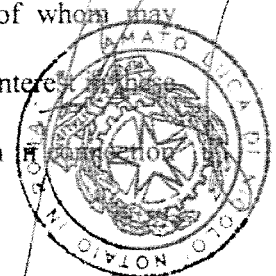
Debtors. : (Jointly Administered)

AFFIDAVIT AND DISCLOSURE STATEMENT OF CESARE VENTO
ON BEHALF OF GIANNI, ORIGONI, GRIPPO & PARTNERS

REPUBLIC OF ITALY)
CITY OF ROME) ss:

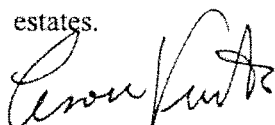
Cesare Vento, being duly sworn, upon his oath, deposes and says:

1. I am a partner of Gianni, Origoni, Grippo & Partners, located at 20, Via Quattro Fontane, 00184 Rome (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide services to the Debtors consisting of advice with respect to the proposed disposition of Lehman assets located in Italy, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in chapter 11 cases. The Firm does not perform services for any such person



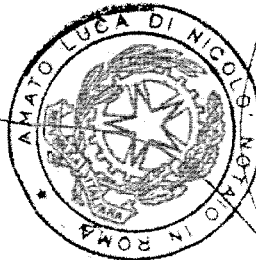
with these chapter 11 cases with respect to those matters that come within the scope of the Firm's representation to the Debtors for the services described under 1. above. The Firm is currently providing advice on the restructuring of structured notes issued by certain non-Italian vehicles in respect of which certain Lehman entities acted in various capacities. In such context, the Firm may represent the Italian holder of the structured note or other Italian financial institutions proposing to restructure the investment. The Firm is also providing preliminary general advice to certain parties where they entered into swap agreements with Lehman entities or they hold notes issued or guaranteed by Lehman entities. The Firm is not and will not be representing any such parties in the filing of any claims in these chapter 11 cases. In addition, the Firm does not have any relationship with any of the above persons, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.
5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.



Certify I undersigned **Luca AMATO**, Notary in Rome, with the office in Via Aniense n.8, registered in the Roll of the Notary District of Rome, that Mr. VENTO Cesare, born in Rome on 16 september 1954, residing in Rome, Via Passeggiata di Ripetta n.22, of whose personal identity I, as Notary, am sure, has subscribed be-fore me the precedent act in the english version, language known by me.

Rome, Via Aniense n.8, thirty october twothousandeight.



**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)
Debtors. : (Jointly Administered)
:
-----X

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN
BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively,
the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Gianni, Origoni, Grippo & Partners

20, Via Quattro Fontane

Rome, Italy – 00184

(hereinafter, the "Firm")

2. Date of retention: October 1, 2008

3. Type of services provided (accounting, legal, etc.):

Legal

4. Brief description of services to be provided:

The Italian subsidiary of Alvarez & Marsal is handling the management and possible disposition of several Italian assets ultimately controlled by the Debtor, e.g. 50% interests in joint ventures with Italian institutional investors (real estate portfolios), a licensed asset management company, etc.. The services consist of assistance on various issues of Italian law associated with such management and disposition activities.

5. Arrangements for compensation (hourly, contingent, etc.)

The Firm charges fees utilizing hourly rates for its lawyers. The rates range from € 140 (\$ 182) for first-year associates to € 450 (\$ 585) for senior partners. The rates may be changed at the beginning of a new calendar year. Based on the expected typology of the services described under 4. above, an average rate around € 300 to € 320 (\$ 390 to \$ 415) can be estimated for such services. The figures in US\$ are based on current €/US\$ rate of exchange, which of course may fluctuate. We would issue monthly statements, supported with a daily breakdown describing the work performed by each lawyer. If desired, we will issue statements in US\$, using the exchange rate of the date of issue of the statement. Out-of-pocket disbursements are charged separately. Statistically, out-of-pocket disbursements average around 4% to 6% of fees. The contact partner for any financial matter will be Mr. Cesare Vento (cvento@gop.it).

- (a) Average hourly rate (if applicable):

as above

- (b) Estimated average monthly compensation based on
prepetition
retention (if firm was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ none

Date claim arose: N/A

Source of Claim: N/A

7. Prepetition claims against the Debtors held individually by any
member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Amount of Claim: \$ N/A

Date claim arose: N/A

Source of claim: N/A

8. Stock of the Debtors currently held by the firm:

Kind of shares: NONE

No. of shares: N/A

9. Stock of the Debtors currently held individually by any member,
associate,
or professional employee of the firm:

Name: N/A

Status: N/A

Kind of shares: N/A

No. of shares: N/A

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases with respect to those matters that come within the scope of the Firm's representation to the Debtors for the services described under 4. above. The Firm is currently providing advice on the restructuring of structured notes issued by certain non-Italian vehicles in respect of which certain Lehman entities acted in various capacities. In such context, the Firm may represent the Italian holder of the structured note or other Italian financial institutions proposing to restructure the investment. The Firm is also providing preliminary general advice to certain parties where they entered into swap agreements with Lehman entities or they hold notes issued or guaranteed by Lehman entities. The Firm is not and will not be representing any such parties in the filing of any claims in these chapter 11 cases. In addition, the Firm does not have any relationship with any of the above persons, their

attorneys, or accountants that would be adverse to the Debtors or their estates.

11. Name of individual completing this form:

Cesare Vento